

EXHIBIT B

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

HS 45 JOHN LLC,

Case No. 15-10368 (SHL)

Debtor.

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**ORDER WITH RESPECT TO (A) DEBTOR'S MOTION TO TERMINATE CELL TOWER
LEASE OR ALTERNATIVELY TO REJECT CELL TOWER LEASE AND (B) AT&T'S
MOTION PURSUANT TO FRCP 60(B) FOR RELIEF FROM SALE ORDER**

On January 25, 2016, the debtor HS 45 John LLC (the "Debtor") having filed its Motion to terminate that certain N.Y. Structure Lease Agreement, dated as of December 14, 2004, as amended, between 45 John Street, LLC, as landlord, and New Cingular Wireless PCS, LLC ("AT&T") as tenant (the "Cell Tower Lease") or, alternatively, to reject the Cell Tower Lease [Docket No. 188] (the "Rejection Motion"); and AT&T on March 1, 2016, having filed (a) an Objection to the Rejection Motion and (b) Motion, pursuant to Fed. R. Civ. P. 60(b) (the "AT&T Motion"), for relief from this Court's Order Confirming Debtor's Chapter 11 Plan of Reorganization as Supplemented and Approving the Sale of the Real Property at 45 John Street, New York to 45 John NY LLC Free and Clear of All Claims, Liens, Taxes and Non-Permitted Encumbrances, entered December 22, 2015 (the "Sale Order"), which Sale Order approved the sale of the real property located at 45 John Street (the "Real Property") to 45 John NY LLC (the "Purchaser") [Docket No. 193]; and the Court having held a status conference on March 1, 2016, and entered an order dated March 1, 2016 [Docket No. 198], that provided, *inter alia*, that "the parties shall promptly meet to discuss a possible resolution to the issues" raised herein; and the Court having held further status conferences on May 18, 2016, and June 9, 2016; and the Court having set a schedule for a hearing these matters at the status conference held on June 9, 2016; and

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the Debtor having filed a statement on June 16, 2016, with respect to the Cell Tower Lease [Docket No. 213]; and the Purchaser having filed its Memorandum [Docket No. 216] on June 16, 2016; and AT&T having filed its Reply [Docket No. 214] on June 23, 2016; and these matters having come before the Court at a hearing held on June 27, 2016; and the Court having heard argument of counsel and having reviewed the pleadings filed herein; and after due deliberation, and for the reasons stated and set forth by the Court on the record of the hearing held on June 27, 2016, which are incorporated herein, and it appearing that the Debtor's liability in connection with the Cell Tower Lease is a \$25,000 escrow account that was established at the closing on the sale at the request of the Purchaser, and which continues to be held by the Debtor's counsel; and the Court having considered the proposed orders and accompanying correspondence submitted by counsel for AT&T and the Purchaser [*see* ECF Nos. 217, 219, 220]; it is hereby

ORDERED, that the AT&T Motion is granted and, notwithstanding anything to the contrary in the Sale Order, the sale of the Real Property to Purchaser pursuant to the Sale Order is not free and clear of the Cell Tower Lease and the Real Property was sold to the Purchaser subject to the Cell Tower Lease; and it is further

ORDERED, that the Rejection Motion is denied without prejudice; and it is further

ORDERED, that the Disbursing Agent under the Plan is hereby directed to release the \$25,000 escrow and pay it to the Purchaser, unless an objection is filed on the docket within 15 days of this order; if an objection is filed to the release of the escrow, the parties shall contact the Court to schedule a hearing on the issue; and it is further

ORDERED, that all of AT&T's and the Purchaser's rights, claims, and defenses under the Cell Tower Lease and applicable non-bankruptcy law are preserved; and it is further

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ORDERED that AT&T shall serve a copy of this order on the Purchaser and the Debtor.

Dated: July 11, 2016

/s/ Sean H. Lane
United States Bankruptcy Judge